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OFFICE OF
DOUGLAS JOVANOVIĆ, P.A.
PROFESSIONAL ASSOCIATION
888 SOUTHEAST 3rd AVENUE, SUITE 430
FORT LAUDERDALE, FLORIDA 33316

DOUGLAS JOVANOVIĆ, J.D. LL.M.
MASTER OF LAWS
BUSINESS AND TAXATION
TRANSNATIONAL PRACTICE

TELEPHONE (954) 522-0066
TELEFAX (954) 522-7463

October 1, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

FEDERAL EXPRESS

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RE: ARTICLES OF INCORPORATION

To Whom it May Concern:

Enclosed herewith please find an original and copy of Articles of Incorporation for SIUDMAK & STEINBERG, M.D., P.A.

Also enclosed please find my ^{firm's} client's check in the amount of \$70.00 representing the \$35.00 filing fee and the \$35.00 Registered Agent Designation fee.

Please file the enclosed Articles of Incorporation and return receipt and stamp-filed copy of same to me at your earliest convenience. Thank you in advance for your attention to this matter.

Very truly yours,

Douglas Jovanovic

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Enclosures

10/28/97

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ARTICLES OF INCORPORATION
OF
SIUDMAK & STEINBERG, M.D., P.A.

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice the profession of medicine or perform the service of physicians or medical doctors in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is

SIUDMAK & STEINBERG, M.D., P.A.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

The purpose of the corporation is to practice the profession of medicine or perform the services of physicians or medical doctors.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class of common stock, and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine or perform the service of physicians or medical doctors is not less than One Thousand (\$1,000.00) Dollars.

ARTICLE VI. PRINCIPAL OFFICE

The initial address of the corporation's principal office is 1701 N.W. 123rd Avenue, City of Pembroke Pines, County of Broward, State of Florida (33026). The name of the initial registered agent of the corporation, located at 888 S.E. 3rd Ave., Suite 400, City of Fort Lauderdale, County of Broward, State of Florida, (33316) is DOUGLAS JOVANOVIC, ESQUIRE.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

Name	Address
ROBERT C. SIUDMAK, M.D.	1701 N.W. 123rd Avenue Pembroke Pines, FL 33026
IRWIN C. STEINBERG, M.D.	1701 N.W. 123rd Avenue Pembroke Pines, FL 33026

ARTICLE IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the names and addresses of the initial directors are:

Name	Address
ROBERT C. SIUDMAK, M.D.	1701 N.W. 123rd Avenue Pembroke Pines, FL 33026
IRWIN C. STEINBERG, M.D.	1701 N.W. 123rd Avenue Pembroke Pines, FL 33026

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ten (10) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by adoption of the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE XII. SEVERANCE & TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XIII. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


ARTICLE XIV. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

In witness hereof, we, the undersigned incorporators of this corporation, have executed these articles of incorporation at Hollywood, Florida on October 9, 1997.



ROBERT C. SIUDMAK, M.D., Incorporator



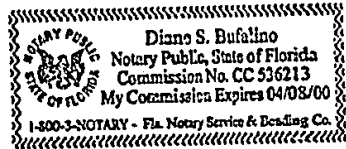
IRWIN C. STEINBERG, M.D., Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT, was acknowledged before me by ROBERT C. SIUDMAK, M.D. and IRWIN C. STEINBERG, M.D., who are personally known to me or who have produced their Driver's Licenses as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of October, 1997.

Diano S. Bufalino
Notary Public
Typed Name: _____
Commission No. _____
My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

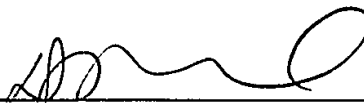
IN COMPLIANCE WITH SECTION 48.091, OF THE FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

FIRST - That SIUDMAK & STEINBERG, M.D., P.A. desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at CITY OF PEMBROKE PINES, STATE OF
FLORIDA, has named DOUGLAS JOVANOVIC, ESQUIRE, who is located at
888 S.E. 3rd Ave., Suite 400, City of Fort Lauderdale, (33316)
State of Florida, as its agent to accept service of process within
Florida.



ROBERT C. SIUDMAK, M.D., Director
Date: October 9, 1997

Having been named to accept service of process for the above
stated Corporation, at the place designated in this Certificate, I
HEREBY AGREE to act in this capacity, and I FURTHER AGREE to comply
with the provisions of all Statutes relative to the proper and
complete performance of my duties.



DOUGLAS JOVANOVIC, ESQUIRE
Registered Agent
Date: October 1, 1997

FILED
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